

U.S. DISTRICT COURT  
DISTRICT OF VERMONT  
FILED

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BY  DEPUTY CLERK

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF VERMONT

ALICE H. ALLEN, et al.,

Plaintiffs,

v.

DAIRY FARMERS OF AMERICA, INC., and  
DAIRY MARKETING SERVICES, LLC,

Defendants.

Civil Action No. 5:09-CV-00230-cr

**MOTION TO SUBMIT MATERIALS FOR IN CAMERA REVIEW**

Pursuant to Local Rule of Civil Procedure 5.2, the DFA/DMS and non DFA/DMS Subclasses ("Subclasses"), through Subclass Counsel, respectfully request permission to submit certain materials for in camera review by the Court. In support of this motion, the Subclasses state as follows:

1. On July 1, 2014, the Subclasses, through Subclass Counsel, filed an Expedited Motion for Preliminary Approval of the Settlement. [Dkt. No. 568].
2. The Court entered an Order Denying Without Prejudice Expedited Motion for Preliminary Approval of Settlement Between Dairy Farmers of America, Inc., Dairy Marketing Services, LLC, and Dairy Farmer Subclasses ("Order") [Dkt. No. 569] on July 9, 2014. In that Order, the Court identified certain aspects of the notices to be addressed by Subclass Counsel and requested that the bases for the Subclass Representatives' opposition to the Settlement be submitted to the Court.
3. Subclass Counsel seek permission to file a response that is redacted as to the issue regarding the bases for the Subclass Representatives' opposition to the Settlement. *See* Plaintiff Subclasses' Response to Court's Order Regarding Motion for Preliminary Approval of Proposed

Settlement with Defendants DFA and DMS [Dkt. No. 570]. Defendants do not oppose this Motion.

4. The Subclass Representatives prepared a Statement in opposition to the Settlement, addressing directly the issue that the Court asked Subclass Counsel to address. That Statement, and Subclass Counsel's comments on the issue in the responsive brief, contains protected attorney-client privileged communications and attorney work product. This Motion seeks to prevent disclosure of this privileged information and attorney work product and avoid a potential waiver of these protections that are important to the Subclasses.

5. An unredacted copy of Plaintiff Subclasses' Response to Court's Order Regarding Motion for Preliminary Approval of Proposed Settlement with Defendants DFA and DMS as well as a copy of Subclass Representatives' Statement has been appended to this Motion for in camera review by the Court. Defendants have been served with this Motion, but not the attachments.

WHEREFORE, the Subclasses respectfully request the Court grant their motion to submit certain materials for in camera review.

Dated: July 23, 2014

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Respectfully submitted,

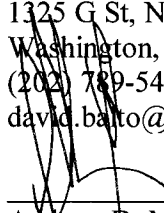
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